

HENRY CARRANZA, Derivatively on Behalf
of HANOVER COMPRESSOR
COMPANY,

Plaintiff,

vs.

MICHAEL A. O'CONNOR, WILLIAM S.
GOLDBERG, MELVYN N. KLEIN,
MICHAEL J. McGHAN, TED COLLINS, JR.,
ROBERT R. FURGASON, RENE J. HUCK,
ALVIN V. SHOEMAKER, VICTOR E.
GRIJALVA, GORDON T. HALL and I. JON
BRUMLEY,

Defendants,

-and-

HANOVER COMPRESSOR COMPANY, a
Delaware corporation,

Nominal Defendant.

Civil Action No. H-02-1430
Assigned to: Judge Nancy F. Atlas

WILLIAM STEVES, Derivatively on Behalf of
HANOVER COMPRESSOR COMPANY,

Plaintiff,

vs.

MICHAEL A. O'CONNOR, WILLIAM S.
GOLDBERG, MELVYN N. KLEIN,
MICHAEL J. McGHAN, TED COLLINS, JR.,
ROBERT R. FURGASON, RENE J. HUCK,
ALVIN V. SHOEMAKER, VICTOR E.
GRIJALVA, GORDON T. HALL and I. JON
BRUMLEY,

Defendants,

-and-

HANOVER COMPRESSOR COMPANY, a
Delaware Corporation,

Nominal Defendant.

Civil Action No. H-02-1527
Assigned to: Judge David Hittner

ORDER GRANTING MOTION TO CONSOLIDATE DERIVATIVE ACTIONS

Plaintiffs in the above-captioned derivative cases have requested that this Court consolidate all of the above-captioned cases into a single action. The Defendants have joined in the request to consolidate these derivative cases for administrative purposes. Additionally, the parties have requested that this Court order that any other shareholder derivative actions later filed in this District relating to the same core of operative facts and issues be automatically consolidated in this Court for administrative purposes.

The above-captioned derivative cases all arise from a common core of operative facts. They are filed against common defendants. Many of the cases contain identical claims. The legal issues will overlap. In order to ensure the orderly progress of these lawsuits and to avoid unwarranted duplication of Court administrative efforts and potential motion practice, the motion to consolidate the pending actions in one court is GRANTED, pursuant to Rule 42(a) of the Federal Rules of Civil Procedure and Local Rule 7.6 of the Southern District of Texas.

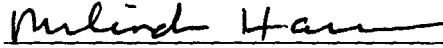
Pursuant to Rule 42(a) of the Federal Rules of Civil Procedure and Local Rule 7.6, and to serve the interests of justice, the actions involving or related to restatements of the financial results of Hanover Compressor Company, pending in the Southern District of Texas, are consolidated in the court in which the oldest related case was filed in this district, which is Civil Action No. 02-0761, *Harbor Financial Partners v. McGhan, et al.* Other actions later filed in this district relating to the same core of operative facts and issues will also be consolidated in this Court.


All derivative actions filed in this district against any or all of the following will be automatically consolidated before this Court: Hanover Compressor Company, Michael A.

O'Connor, William S. Goldberg, Melvyn N. Klein, Michael J. McGhan, Ted Collins, Jr., Robert R. Furgason, Rene J. Huck, Alvin V. Shoemaker, Victor E. Grijalva, Gordon T. Hall, and I. Jon Brumley. If any such actions are subsequently filed in this district, counsel for Defendants are directed to file a copy of this Order along with a Notice of Consolidation in the action to be consolidated and serve the same on counsel for Plaintiffs. The Clerk of the Court is directed to consolidate such action or actions before this court under Civil Action No. H-02-0761, *Harbor Financial Partners v. McGhan et al.*

If any party objects to consolidation, that party must file an objection with this court within 10 days of the filing of a Notice of Consolidation.

SIGNED on 19th day of August, 2002, at Houston, Texas.


Melinda Harmon
United States District Judge

TRUE COPY I CERTIFY
ATTEST:
MICHAEL N. MILBY, CLERK
By  Deputy Clerk